

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

SECURITIES AND EXCHANGE  
COMMISSION,

Plaintiff,

v.

MOHAMMED ALI RASHID,

Defendant.

No. 17-cv-8223 (PKC)

DECLARATION OF JOHN WILSON

I, John Wilson, pursuant to 28 U.S.C. § 1746, declare as follows:

1. I am over 18 years of age, and I am a United States citizen residing in Tampa, Florida. Since July 2012, I have served as Senior Vice President, General Counsel, and Secretary of Quality Distribution, Inc. ("QDI"), a company headquartered in Tampa, Florida.

2. I make this Declaration based upon personal knowledge, information, and belief. To the extent that there are assertions herein concerning dates and numbers, they are approximate, based upon my best information and recollection.

3. When I joined QDI in July 2012, it was a publicly traded company. As of March 2013, when QDI filed its 2012 10-K Annual Report, Apollo Investment Fund III, L.P., which was managed by private equity firm Apollo Global Management LLC ("Apollo"), owned approximately 17.4% of QDI's outstanding stock and was its largest shareholder. As the largest shareholder, Apollo controlled three of the eight seats on the QDI board of directors. In March 2013, Apollo partners Thomas White, Kevin Crowe, and Defendant Mohammed Ali Rashid ("Rashid") were members of the QDI board.

SEC-SEC-E-0000046

4. Rashid joined the QDI board in June 2005 and remained on the board until Apollo exited its ownership position in QDI in August 2013. At all times that Rashid was a QDI director, from June 2005 through August 2013, QDI was a publicly traded company.

5. QDI paid director fees to each of its board members, including the Apollo partners who sat on its board. These director fees were paid directly to the individual board members by QDI and were in addition to any compensation that Apollo or Apollo Investment Fund III paid Apollo partners. In addition to the annual director fees, directors received compensation for each QDI committee on which they sat. QDI also reimbursed its directors for any board-related expenses not otherwise paid for by Apollo or Apollo Investment Fund III.

6. QDI directors were not expected to personally bear out-of-pocket expenses related to their QDI board service.

7. All QDI board members were required to personally complete, and sign a declaration attesting to the truth thereof, an annual Directors' and Officers' Questionnaire ("D&O Questionnaire") that was provided to current and prospective investors of QDI.

8. Each year from 2010 through 2012, Rashid completed and signed a QDI D&O Questionnaire. In each of these three D&O Questionnaires, Rashid declared that he did not receive any "personal benefits [from QDI] not integrally and directly related to job performance . . . [including] personal travel and entertainment expenses." See Attachments A, B, and C hereto, QDI-000001 through QDI-0000065, at QDI-000006, QDI-0000032, and QDI-0000052, Sections D.1 and footnotes 10, 8, and 8, respectively.


9. From July 2012, when I joined QDI, through August 2013, when Apollo exited its position in QDI, my relationship with Rashid was purely business. I did not socialize with Rashid outside of QDI.

10. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on Sunday, October 28, 2012. I have personally reviewed my QDI calendar, expense reports, and related documentation, and those materials do not indicate that I was in New York that day. Rather, my records indicate that I was on a cruise ship on October 28, 2012.

11. To the best of my knowledge, I did not have dinner with Rashid and other members of the QDI management team in New York City on February 14, 2013. I have personally reviewed my QDI calendar, expense reports, and related documentation, and those materials do not indicate that I was in New York that day. Rather, my records indicate that I was in Tampa, Florida, on February 14, 2013.

Pursuant to 28 U.S.C. § 1746, I, John Wilson, declare under penalty of perjury that the foregoing is true and correct.

Executed on June 28, 2018  
Tampa, Florida

  
\_\_\_\_\_  
John Wilson

## QUALITY DISTRIBUTION

QUALITY DISTRIBUTION, INC.

### DIRECTORS' AND OFFICERS' QUESTIONNAIRE

#### Introductory Statement to Directors and Officers:

This Questionnaire is designed to obtain important information from officers, directors and nominees to aid Quality Distribution, Inc. (the "Company") in the preparation of its Proxy Statement and its Annual Report on Form 10-K to be filed with the Securities and Exchange Commission (the "SEC"), and the Registration Statement on Form S-4 to be filed by Quality Distribution, LLC and QD Capital Corporation.

To facilitate your completion of this questionnaire, we have included your responses from the questionnaire that you completed last year, if applicable. Please carefully review the answers included and correct or update any information as applicable. It is extremely important that you respond to this Questionnaire with care since, as to certain matters, you are the best, and perhaps only, source of information. Additionally, you will be asked later to review the preliminary proxy statement to confirm its accuracy in terms of information relating to the Company, yourself and other officers and directors of the Company.

If you have any difficulty interpreting this Questionnaire or need any assistance in responding, please contact Janey Henderson. Please return the completed Questionnaire to her as soon as possible, but no later than February 5, 2010.

Certain terms used in this Questionnaire have been defined by the SEC and thus have particular meanings for purposes of this Questionnaire. Some of these terms are defined in footnotes. The more frequently used terms are explained in Annex A hereto.

Many of the questions seek information relating to the Company's most recent and prior fiscal years. Please note, however, that some questions require information more current than the end of the most recent fiscal year or information prospective in nature.

Each major section or subsection of this Questionnaire designates the general area of inquiry and is followed by a designation, in parentheses (and in italics), of which persons (*i.e.*, directors, nominees for election as directors, officers, executive officers or persons chosen to be executive officers) are requested to provide information in response. Please answer all such questions, indicating "none" or "not applicable" where appropriate. If extra space is needed for any response, please attach additional pages.

#### A. Biographical Information and Personal Data (*All Persons*).

Please set forth the following information:

1. Your full name.

Attachment A

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FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000001  
SEC-SEC-E-0000049



**M. Ali Rashid**

2. Your date of birth.

**May 13, 1976**

3. Any family relationship by blood, marriage or adoption to any director, nominee for election as a director, executive officer or person chosen to be an executive officer of the Company or any parent or affiliate of the Company. No relationship beyond that of first cousin need be listed.

**None.**

4. Any directorships that you presently hold, that you held at any time since January 1, 2005<sup>1</sup>, or for which you have been nominated in any public or private entity (excluding tax-exempt entities<sup>2</sup>). Also state any audit, compensation, nomination or other board committee of any such other entities mentioned in this response on which you serve or have been nominated to serve. If such entity did not have a compensation committee, state whether you were a member of the board of directors involved in making decisions regarding compensation.

- a. **Metals USA, Inc. – Board member (2007 – present)**

- (i) **Audit Committee**
- (ii) **Governance Committee (Chair)**
- (iii) **Executive Committee**
- (iv) **Compensation Committee (Chair)**

- b. **Realogy Corporation - Board member (2007 – Present)**

- (i) **Audit Committee**
- (ii) **Compensation Committee**
- (iii) **Executive Committee (Chair)**

- c. **Noranda Aluminum - Board member (2007 – Present)**

- d. **Countrywide plc (2007 – 2009)**

5. Your business experience during the past five years, including your principal occupations and employment, the name and principal business of any corporation or other organization by which you are or were employed, and the applicable dates of employment.

- a. **Partner of Apollo Global Management, LLC and its affiliates. He has been employed with Apollo since 2000. Prior to joining Apollo, Mr. Rashid**

<sup>1</sup> Note that the SEC recently expanded the disclosure requirement to cover board service for the past five years, in addition to current board and committee service.

<sup>2</sup> A tax-exempt entity is any charitable, religious, scientific, educational, literary or other organization that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

was employed by the Goldman Sachs Group, Inc. in the Financial Institutions Group of its Investment Banking Division from August 1998 to July 2000. He received an M.B.A. from the Stanford Graduate School of Business and a B.S. from Georgetown University. He is a director of Metals USA, Inc., Realogy Corporation and Noranda Aluminum.

6. Please consider what qualitative discussion would supplement purely biographic information and enable shareholders to evaluate your candidacy as a director. In addition to the description of your business experience described above, please describe the specific experience, qualifications, attributes or skills that qualify you to serve as a director of the Company<sup>3</sup>. (Directors only.)

Mr. Rashid has significant experience making and managing private equity investments on behalf of Apollo and has over 8 years experience financing, analyzing and investing in public and private companies. Mr. Rashid has worked closely with the management of the Company since the acquisition date. Mr. Rashid has also served as a director of several other companies.

7. If you are an executive officer who has been employed by the Company for less than five years, please describe your positions and responsibilities with other employers during the past five years. (Please include dates of employment.)

N/A

B. Relationships with the Company and Other Entities (All Persons).

1. Control Relationships. Aside from your position with the Company and, if applicable, your ownership of Company stock, are there any other existing facts or circumstances that cause or would cause you to be an "affiliate" of the Company or any of its subsidiaries (*i.e.*, that causes or would cause you, directly or indirectly through one or more intermediaries, to control, to be controlled by, or to be under common control with the Company or any of its subsidiaries)? For purposes of this question, "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting securities, by contract or otherwise.

☐ Yes

☒ No

<sup>3</sup> Note that the disclosure required by this question is part of the recent amendments by the SEC to its proxy disclosure rules and will be required to be included in the Company's proxy statement and certain other filings with the SEC going forward.

If yes, please explain below or attach a brief explanation.

**Undersigned disclaims beneficial ownership of all shares held by Apollo Investment Fund, III or its related co-investment entities ("Apollo Funds")**

**\* Note the undersigned is a partner of affiliates of the Apollo Funds, which is a shareholder of the Company.**

2. Relationship with Certain Other Entities. Please identify any business or professional entity in which you or any member of your immediate family<sup>4</sup> has a direct or indirect interest, which at any time since January 1, 2009 did or proposes to do business with the Company or any parent or affiliate, or to which the Company has had or is owed any indebtedness or other obligation. Please describe briefly the relationship between the Company and such entity, and either summarize the nature and amount of such business or obligation or identify an agent of the business entity who can furnish such information. (You may exclude any reference to transactions involving only the Company and its wholly owned subsidiaries.)

**\* Note the undersigned is a partner of affiliates of the Apollo Funds, which is a shareholder of the Company.**

3. Law Firms/Investment Bankers. Please identify any law firm or investment banking firm of which you are, or at any time since January 1, 2009 were, a member, partner, of counsel or executive officer, or with which you have a consulting relationship, which has provided services to the Company at any time since January 1, 2009 or which the Company proposes to engage to provide services. Please also describe any association you have with any other entity which provides professional services similar to those provided by a law firm or investment banking firm which has provided services to the Company at any time since January 1, 2009 or which the Company proposes to engage to provide services.

None.

4. Relationships with Underwriters and FINRA Members. Are you an "underwriter or related person"<sup>5</sup> or a "member"<sup>6</sup> or "person associated with a member"<sup>7</sup> of FINRA<sup>8</sup>?

<sup>4</sup> A member of a person's "immediate family" includes, for purposes of this question, such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, siblings and any other person (other than a tenant or employee) sharing the household of the indicated person.

<sup>5</sup> An "underwriter or related person" includes underwriters, underwriters' counsel, financial consultants and advisors, finders, members of a selling or distribution group and any other persons associated with or related to any of these persons.



☐ Yes☒ No

If yes, please explain below or attach a brief explanation.

C. Stock Ownership (All Persons)

1. Schedule of Ownership. The table on the attached schedule lists each class of voting or equity securities<sup>9</sup> of the Company or any parent and each option, warrant or similar right (hereinafter referred to as "options") to purchase, acquire or receive voting or equity securities of the Company or any parent believed to be directly owned by you (or any group of which you are a member, including partnerships, syndicates or other persons with whom you act in concert) as of the date of this Questionnaire. Please indicate below if the information relating to you listed on the attached schedule is accurate. The Company will verify holdings of entities affiliated with Apollo Management, L.P. directly so you need not confirm this information.

☒ Yes☐ No

If no, please explain below or attach a brief explanation.

2. Groups. If any of the voting or equity securities listed in the table on the attached schedule are owned by a group of which you are a member, please identify on the schedule which of the securities are held by the group and provide the names and addresses of the other members of the group.

None.

<sup>6</sup> A "member" includes any broker or dealer admitted to membership in FINRA.

<sup>7</sup> A "person associated with a member" of FINRA includes any sole proprietor, partner, officer, director or branch manager of any member, or any natural person occupying a similar status or performing similar functions who will be or is anticipated to be associated with the member, or any natural person engaged in the investment banking or securities business who will be or is anticipated to be directly or indirectly controlling or controlled by such member, whether or not such person is registered or exempt from registration with FINRA pursuant to its bylaws.

<sup>8</sup> The Financial Industry Regulatory Authority ("FINRA") was created in July 2007 when the National Association of Securities Dealers (NASD) merged with the self-regulatory functions of the New York Stock Exchange (NYSE).

<sup>9</sup> For SEC reporting purposes, "equity securities" include virtually any form of participatory interest such as stock, subscriptions, voting trust certificates, limited partnership interests, profit-sharing interests, convertible debt instruments, warrants, puts, calls and options.



3. Shared Ownership. If beneficial ownership of any of the shares listed in the table on the attached schedule is otherwise shared (e.g., one person has the right to vote and another the right to direct disposition), please explain on the schedule, identifying the security, those with whom you share beneficial ownership, their relationship to you and the Company and how beneficial ownership is shared.

N/A

4. Pledges of Shares. Please indicate on the attached schedule if any of the shares of the attached table are pledged as security for indebtedness, the number of shares pledged as security, the pledgee and any related transaction that explains why the shares are pledged. Examples of pledges include, but are not limited to, shares used as collateral in connection with a bank loan, hedging arrangements with brokerage firms such as prepaid variable forward contracts and equity collars, shares held in margin accounts at a brokerage firm and shares held in non-margin or cash brokerage accounts if the broker has a security interest in the shares.

N/A

D. Additional Compensation

1. Perquisites (All Persons). Please list below the "perquisites" (personal benefits<sup>10</sup> not integrally and directly related to job performance) which are or have been furnished to you by the Company, either directly or through third parties, since January 1, 2009, or which you expect to be furnished to you in the future. Please also include those benefits furnished to other persons which indirectly benefit you. If you have a question as to whether to include in your answer any benefit received by you or provided for your benefit, please contact Janey Henderson.

Description of  
Personal Benefits: **None**

The valuation of non-cash benefits and compensation is or will be based upon the aggregate incremental cost to the Company.

2. Compensation from Third Parties (All Persons). Please describe any compensation you have received from any third party since January 1, 2009 as a result of your position with, or services performed for the Company. Please describe any amount you have

<sup>10</sup> Examples of such personal benefits include: home improvements; living expenses (including domestic service); personal use of Company-owned or leased property, including automobiles, airplanes, yachts, apartments or vacation houses; certain relocation benefits; personal travel and entertainment expenses; personal legal, accounting and other professional services; use of corporate staff for personal purposes; and receipt of favorable bank loans or benefits from suppliers. "Perquisites" ordinarily do not include, however, incidental benefits integrally and directly related to the performance of your duties such as parking spaces, meals at Company facilities, office space and furnishings at Company offices, business travel and business entertainment in accordance with Company policy, or similar items that facilitate the conduct of Company business, directly relate to job performance and are properly authorized and accounted for. Reportable "perquisites" typically do not include benefits generally available on a non-discriminatory basis to all employees.

received since January 1, 2009 in connection with a transaction between the Company and a third party where a purpose of the transaction was to furnish compensation to you.

**None, other than Apollo.**

E. Transactions with the Company

1. Direct and Indirect Material Interests of Others in Certain Transactions (All Persons). Please describe briefly any transaction or proposed transaction or series of related transactions (not reported by you elsewhere in response to this Questionnaire) since January 1, 2009 in which you or any of your associates<sup>11</sup> or any member of your immediate family had or has an interest and to which the Company, any parent or any of their respective pension, retirement or similar plans is a party, which involves an aggregate amount greater than \$120,000. Please note that under SEC interpretations, reportable transactions may include compensation or other payments or benefits paid to any member of your immediate family who is employed by the Company. Please include in your response, as applicable, such associate's or family member's name, your relationship, the amount involved, the amount of your interest and any actual or proposed remuneration received or indebtedness outstanding. If the transaction involves the purchase or sale of assets by or to the Company, state the cost of the assets to the purchaser, and, if the assets were acquired by the seller within two years of the transaction, the cost of the assets to the seller.

**None.**

2. Indebtedness to the Company.

a. Indebtedness Exceeding \$120,000 (All Persons). If you or any of your associates or members of your immediate family has been indebted to the Company in an amount exceeding \$120,000 at any time since January 1, 2009, regardless of whether the indebtedness is evidenced by a note or similar instrument, please describe the nature of the indebtedness, the transaction or circumstances in which it was incurred, the largest aggregate amount of indebtedness outstanding since such date, the amount still outstanding as of the date of this Questionnaire, the rate of interest paid or charged thereon and whether there is any current default under the terms of the indebtedness. Include also the name of the associate or family member and the relationship to you and the Company. Please note that for purposes of this question, indebtedness includes all loans, advances and other extensions of credit by the Company, other than amounts due from purchases subject to usual trade terms, for ordinary business travel and expense payments and for other similar transactions in the ordinary course of business. Indebtedness for purposes of this question may also include

<sup>11</sup> An "associate" includes (i) any corporation or organization (other than the Company) of which you are an officer or partner or beneficial owner, directly or indirectly, of 10% or more of any class of equity securities; (ii) any trust or other estate of which you are a trustee or beneficiary; or (iii) any of your relatives or spouse's relatives who are officers or directors of the Company or who live in your home.



advances and any liability to the Company arising under Section 16(b) ("short swing profits") of the Securities Exchange Act of 1934 not yet discharged by payment.

None.

b. Other Loans or Extensions of Credit (All Persons). Since July 30, 2002, has the Company, directly or indirectly through any third party, extended, maintained or renewed credit, or arranged for the extension of credit, in the form of a personal loan of any amount to you? Please note that for purposes of this question, loans can include any advances or credit that has been extended or arranged in connection with such items as purchases of Company securities, cashless exercises of stock options (except as permitted by the Company's cashless exercise program), premium payments on split-dollar life insurance arrangements, and payment of any personal (as opposed to business) travel, entertainment, housing, living or similar expenses (through corporate credit cards or otherwise).

☐ Yes

☒ No

If yes, and such arrangement is not already described in response to the preceding question or any other question in this Questionnaire, please describe below or on an attached sheet the nature of the loan, advance or extension of credit, including the date and amount of the loan or advance, the transaction or circumstances in which it was made, extended or arranged, and the payment terms (e.g., interest rate, maturity date, payment schedule, etc.). Please also indicate whether the loan, advance or credit was extended, maintained or arranged pursuant to an agreement or other arrangement that was in place prior to July 30, 2002, and if so, whether there has been any modification to any term of agreement or arrangement or any renewal thereof after July 30, 2002.

3. Contracts with the Company (All Persons). Please list below any contract entered into by the Company since January 1, 2009 or to be performed by the Company in whole or in part after the date hereof to which you are a party, other than (a) employment contracts, (b) stock option, purchase or similar type agreements, or (c) any other contract identified by you elsewhere in response to this Questionnaire.

None.

4. Compensation Committee Matters (Non-Employee Directors Only). The following information is being sought to enable the Company to identify possible relationships that could affect a non-employee director's ability to serve on any committee of the Board of Directors that authorizes or administers executive compensation and/or benefits.

a. Do you (in any capacity other than as a director), or does any entity<sup>12</sup> in which you have a beneficial ownership interest of greater than 50%, receive, or have the right (whether or not conditional) to receive, directly or indirectly,<sup>13</sup> remuneration (including any payment in exchange for goods or services) in any form in any amount from the Company or any other member of the Company's affiliated or control group?

☐ Yes

☒ No

b. Has any entity in which you have a beneficial ownership interest of at least 5% but not more than 50% received (or entered into a contract whereby it will be entitled to receive), directly or indirectly, remuneration (including any payment in exchange for goods or services) in any form in any amount from the Company during the Company's last or current taxable year?

☐ Yes

☒ No

c. Has any entity by which you are employed or self-employed, other than as a director, received (or entered into a contract whereby it has a right to receive (whether or not conditional), directly or indirectly, remuneration (including any payment in exchange for goods or services) in any form in any amount from the Company during the Company's last or current taxable year?

☐ Yes

☒ No

d. If you answered Yes to any of questions 4.a, 4.b or 4.c above, and the details of such remuneration are not already described in response to another question in this Questionnaire, please include, on an attached sheet or below, a brief description of the nature of the remuneration, the form and amount of the remuneration, the period during which, and person or entity to whom, such remuneration was or will be paid and, if services are involved, the type of services. If applicable, please indicate whether you personally have performed or will perform any of the services.

N/A

e. If you answered yes to any of questions 4.a, 4.b or 4.c above, was the remuneration paid for personal or professional services, consisting of legal, accounting, investment banking, management consulting or other similar services performed for the Company?

<sup>12</sup> As used herein, "entity" means an organization that is a sole proprietorship, trust, estate, partnership or corporation.

<sup>13</sup> Indirect benefits to you may include, for example, commissions or other payments to you because of a contract between the Company and a third party, even if you do not own 50% of the third party.



☐ Yes☐ No

If so, were the services merely "incidental" to the purchase of goods or of other services that were not of that type?

☐ Yes☐ No

F. Legal Proceedings (All Persons)

1. Pending Matters.

a. Please list any material pending or contemplated legal proceedings in which you or any of your associates was, is or expects to be at any time a party adverse to the Company, or in which you or any of your associates had, has or expects to have a material interest adverse to that of the Company.

None.

b. Please also list any legal or administrative proceedings presently pending in which you are named as a defendant or in which a cross-complaint or counterclaim has been filed against you, other than domestic relations, minor traffic offenses or similar matters.

None.

2. Other Legal Proceedings and Events. The SEC has determined that the occurrence during the past ten years<sup>14</sup> of any of the events listed below may be material. Please indicate whether any of the listed events occurred during the past ten years and describe them briefly, including, if you wish, mitigating circumstances.

a. A petition under the federal bankruptcy laws or any state insolvency law was filed relating to, or a receiver, fiscal agent or similar officer was appointed by a court for, you, your business, your property, any partnership in which you were a general partner at any time during the two years prior to the filing of the petition, or any corporation or business association of which you were an executive officer at any time during the two years prior to the filing of the petition.

☐ Yes☒ No

*\* While the undersigned has never been subject to a voluntary or involuntary bankruptcy or receivership proceeding, certain portfolio investments by the Apollo Funds managed by Apollo (of which the undersigned is a partner) have invested in issuers with distressed securities.*

<sup>14</sup> Note that the SEC recently increased the applicable look-back period for the events listed under Item F.2. from five to ten years.

*Some of these investments were made with expectations of potential restructurings and/or recapitalizations of such issuers. In addition, some of these portfolio investments subsequently involved voluntary restructurings with the issuer's debt and/or equity security holders. Some of these restructurings, whether the former or the latter, were structured through bankruptcy proceedings and some were structured through contractual agreements.*

b. You were convicted of, or did you plead guilty or nolo contendere to, a criminal violation, to your knowledge, were investigated for any criminal violation or are the subject of a criminal proceeding which is presently pending (excluding traffic violations and other minor offenses).

☐ Yes

☒ No

c. You were found to have committed, or to have participated in, fraud in a court of competent jurisdiction.

☐ Yes

☒ No

d. You were the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction permanently or temporarily enjoining you from or otherwise limiting the following activities: (i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission ("CFTC") or an associated person of any of the foregoing; (ii) acting as an investment advisor, underwriter, broker or dealer in securities; (iii) acting as a director, an employee or an otherwise affiliated person of any investment company, bank, savings and loan association or insurance company; (iv) engaging in any type of business practice; or (v) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws.

☐ Yes

☒ No

e. You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of a federal or state authority barring, suspending or otherwise limiting for more than 60 days your right to engage in any activity described in (d) above, or your right to be associated with persons engaged in any such activity.

☐ Yes

☒ No

f. You were found by a court of competent jurisdiction in a civil action or by the SEC or CFTC to have violated or, to your knowledge, have you been investigated by the SEC or CFTC for violating or participating in any violation of, any federal or state securities law or federal commodities law.

☐ Yes

☒ No

g. You were the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

(i) Any federal or state securities or commodities law or regulation; or

(ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

(iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity.

☐ Yes

☒ No

h. You were the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any "self-regulatory organization,"<sup>15</sup> any "registered entity,"<sup>16</sup> or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

☐ Yes

☒ No

G. Other Matters (All Persons)

1. Arrangements for Selection. Please describe briefly any agreement, arrangement or understanding (a) pursuant to which you are serving, are proposed or have been chosen to serve, will serve or will cease to serve as a director or executive officer of the Company, or (b) that limits or may limit your ability or willingness to serve in either of these capacities. If applicable, please include the names of any other persons involved.

<sup>15</sup> "Self-regulatory organization" is defined under Section 3(a)(26) of the Securities Exchange Act of 1934 and generally includes any national securities exchange, registered securities association, or registered clearing agency.

<sup>16</sup> "Registered entity" is defined under Section 1(a)(29) of the Commodity Exchange Act and generally includes certain (a) boards of trade, (b) derivatives transaction execution facilities, (c) derivatives clearing organizations and (d) electronic trading facilities.



**None.**

2. Control Arrangements and Change of Control. Please describe any knowledge or information you have with respect to any proposed or actual arrangements (including, without limitation, any trust, pledge, option, warrant or other right) which may result in or are intended to effect a change in or otherwise influence control of the Company or any parent, or which since January 1, 2009 have resulted in a change of control of the Company or any parent.

**None.**

3. Certain Payments and Contributions. The occurrence of any of the events listed below may be material depending on the circumstances. If you have knowledge or reason to believe that any of the following types of activity have occurred involving the Company or any of its affiliates during the past five years, please notify Janey Henderson.

- a. Any bribes, kickbacks or other payments to government officials, suppliers of services or others, whether or not legal, to obtain or retain business or licenses or to receive favorable treatment.
- b. Any illegal contributions made to any political party, political candidate or holder of government office.
- c. Any fees paid to consultants or commercial agents which exceeded the reasonable value of the services rendered.
- d. Any payments or reimbursements made to personnel of the Company for the purposes of enabling them to expend time or to make contributions or payments of the kind or for the purposes referred to in subparagraphs (a) through (c) above.
- e. The failure of the Company to make and keep books, records and accounts which accurately and fairly reflect the transactions and dispositions of the assets of the Company, including any conduct resulting in receipts, disbursements, bank accounts, funds or pools of funds, the actual nature of which has been "disguised" or intentionally misrecorded on the corporate books of account.
- f. The failure of the Company to maintain accountability of assets and ensure that transactions are properly authorized or executed in accordance with management's authorization.

For purposes of this item, payments and contributions include not only the payment of cash or tangible property, but also gifts of anything else of value, *e.g.*, services or the use of property.

**None**



4. Violations of or Waivers From Code of Ethics or Business Conduct. Since January 1, 2009, have there been any violations of the Company's Code of Conduct by you or, to your knowledge, any other director or executive officer of the Company, or have any waivers of such code of ethics or conduct been granted for your benefit or, to your knowledge, for the benefit of any other director or executive officer of the Company?

☐ Yes

☒ No

If yes, please contact Janey Henderson to provide the relevant facts and circumstances.

5. Section 16 Reporting Requirements and Certifications (All persons)<sup>17</sup>

Have you timely filed all required forms under Section 16 of the Exchange Act with the SEC? If not, indicate which required forms were not filed or were not filed in a timely manner.

Yes

6. Other Material Matters.

a. Please describe briefly below any other facts which you believe may be material to a reasonable shareholder's evaluation of the specific proposals to be voted upon at the meeting, or of the ability and integrity of the management of the Company, existing directors or nominees for directors, which have not otherwise been disclosed in your answers to this Questionnaire or the materials proposed to be submitted to shareholders which you have reviewed.

None.

b. Please specifically describe any interest, by security holdings or otherwise, not already identified, which you or any of your associates may have in any matter (besides in the election of directors) to be acted upon at the shareholders' meeting.

None

<sup>17</sup> An annual statement on Form 5 is required to be filed if any of the following have occurred in respect of your ownership of the Company's equity securities (e.g., common stock, preferred stock, warrants, options to purchase common stock, etc.):

- Any transactions in the Company's securities during the past two fiscal years that were required to be reported but have not been reported on Forms 3, 4 or 5.
- With limited exception, any holdings of the Company's securities not reported on a previously filed Form 3, Form 4 or Form 5.

Note that holdings and transactions of certain persons or entities related to you may be attributed to you.

H. Director Independence (Directors and Nominees Only).

The following questions elicit additional information from directors, nominees and prospective nominees to aid the Company in determining whether such persons satisfy the criteria for "independent" directors under applicable SEC and Nasdaq standards.

1. At any time during the past three years, (a) have you been employed in any capacity by the Company or any parent<sup>18</sup> or subsidiary of the Company, or (b) have any of your family members<sup>19</sup> been employed as an executive officer by the Company or by any parent or subsidiary of the Company?

☐ Yes

☒ No

If yes, and if you have not already provided pertinent details in response to another question in this Questionnaire, please provide details below. Please include the name(s) of the employer(s), position(s) held, and dates of employment, and if applicable, the name(s) of the family members.

2. Have you or any of your family members accepted, or has any firm or organization of which you or any of your family members is the sole proprietor, from the Company or any parent or subsidiary of the Company any payments (including political contributions, consulting fees or other personal service fees) in excess of \$120,000 in the aggregate during any period of twelve consecutive months within the past three years? For purposes of responding to this question, you may exclude payments that fall into any of the following categories:

- compensation for board or board committee service;
- payments arising solely from investments in the Company's securities;
- compensation paid to a family member who is a non-executive employee of the Company or any parent or subsidiary of the Company;

<sup>18</sup> "Parent" or "subsidiary," for purposes of this Section H, includes entities that are consolidated for purposes of preparing the Company's financial statements.

<sup>19</sup> For purposes of this Section H, "family member" means your spouse, parents, children and siblings, whether by blood, marriage or adoption (and including mothers- and fathers-in-law, brothers- and sisters-in-law, sons- and daughters-in-law), and anyone who resides in your home.

- benefits under a tax-qualified retirement plan, or non-discretionary compensation (such as compensation that is predetermined in amount and is not conditioned upon continued service with the Company or its affiliates or any other event); or
- loans extended to you or any family member prior to July 30, 2002 (the terms of which loans have not been modified or renewed since such date).

[ ] Yes

[ X ] No

If yes, and if you have not already provided details in response to a previous question in this Questionnaire, please provide details below or on an attached sheet, including the dates and amounts of such payments and the purpose for which they were made.

3. Are you or any of your family members a general partner in, or a controlling shareholder or an executive officer of, any organization (including charitable and non-profit organizations) to which the Company made, or from which the Company received, payments for property or services in the current or any of the past three fiscal years that exceed the greater of (a) \$200,000, or (b) 5% of the recipient's consolidated gross revenues for that fiscal year? (For purposes of responding to this question, you may exclude payments arising solely from investments in the Company's securities and payments under non-discretionary charitable contribution matching programs.)

[ ] Yes

[ X ] No

If yes, and if you have not already explained the circumstances in response to a previous question in this Questionnaire, please explain below or on an attached separate sheet. Please include details such as the nature of the relationship, its duration, the amount of the payments involved and the dates of such payments.

4. Are you or any of your family members employed as an executive officer of another entity whose compensation committee (or board of directors or committee with comparable responsibilities, if the entity has no compensation committee) includes, or at any time during the past three years included, any executive officer of the Company?

[ ] Yes

[ X ] No

If yes, and you have not already provided details in response to any previous question in this Questionnaire, please identify below the name of the other entity, the dates of service and the name of the Company's executive officer who serves or served on the other entity's compensation committee.

5. Are you or any of your family members currently a partner of PricewaterhouseCoopers LLP, the Company's outside auditor?

☐ Yes

☒ No

At any time during the past three years, did you or any of your family members work on any portion of the Company's audit while a partner or employee of PricewaterhouseCoopers LLP?

☐ Yes

☒ No

If yes, please provide details regarding the nature of your or your immediate family member's affiliation or employment (including the name of the employer, title or position, and dates of employment or affiliation), and the nature of your or your immediate family member's work or involvement on the Company's audit engagement or any other matters for the Company while an employee or otherwise affiliated with such firm(s).

6. Do you have any other relationship with the Company, any of its affiliates or any other person or entity that could interfere with your ability to exercise independent judgment in carrying out your responsibilities as a director of the Company? For purposes of this question, a "relationship" may include a commercial, industrial, banking, consulting, legal, accounting, charitable, social, familial or other similar relationship.

☐ Yes

☒ No

If yes, and you have not already provided details in response to any previous question in this Questionnaire, please explain below or on an attached sheet.



I. Audit Committee Matters (Audit Committee Members and Nominees Only).

The following questions elicit additional information from members and proposed members of the Company's audit committee to aid the Company in determining whether such persons satisfy the criteria required under applicable SEC and stock exchange standards for independence and financial literacy (all audit committee members) and for classification as a "financial expert" (at least one audit committee member). If you served on the audit committee of the Board of Directors at any time during the last completed fiscal year, or are currently serving or are proposed to serve on the audit committee prior to or after the shareholders meeting:

1. Are you able to read and understand fundamental financial statements, including balance sheets, income statements and cash flow statements?

☐ Yes

☐ No

2. Do you, your spouse, any of your children or stepchildren that are younger than 18 years of age, or any of your children or stepchildren that share your home receive, directly or indirectly, any consulting, advisory or other compensatory fee<sup>20</sup> from the Company or any subsidiary of the Company, other than in respect of your service on the Company's Board of Directors or any committee of the Board of Directors, and other than fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service)?

☐ Yes

☐ No

If yes, and if you have not already provided details in response to a previous question in this questionnaire, please provide details below or on an attached sheet, including the dates and amounts of any such payments received and the nature of the services provided.

3. Are you an executive officer, employee, general partner or managing member of any person or entity that is affiliated with the Company (*i.e.*, a person or

<sup>20</sup> Such fees include payments made to law firms, accounting firms, consulting firms, investment banks, financial advisory firms or similar entities of which you are, or one of the listed family members is, a partner, member, officer (such as a managing director) or executive officer, or in which you or any of such family members occupies a similar position (other than limited partners, non-managing members and other positions with no active role in providing services to the firm or entity).

entity that, directly or indirectly, through one or more intermediaries, controls, or is controlled by, or is under common control with, the Company)?

☐ Yes

☐ No

If yes, and you have not already provided pertinent details in response to a previous question in this Questionnaire, please provide such details below or on an attached sheet.

4. Do you have any formal accounting or finance education, training or certifications?

☐ Yes

☐ No

If yes, please provide the name of the relevant academic institutions, the dates of attendance, the degree or certification awarded (or the accounting or finance courses completed), and the date on which the degree or certification was awarded (or, if applicable, last renewed). Please also indicate whether you have satisfied through the date of this questionnaire any continuing professional education requirements to which you may be subject for maintaining any certifications or licenses that you have obtained.

5. a. Do you have any experience:

- as a principal financial officer, principal accounting officer, controller, public accountant or auditor, or experience in one or more positions that involve the performance of similar functions; or
- actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions; or
- overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements?

☐ Yes

☐ No

If yes, please provide relevant dates, the name of the employer(s) or business(es), the position(s) held and a description of the principal job functions and duties that you performed. Please also highlight (a) any past or current experience as a member of an audit committee of any SEC reporting company, (b) any experience reviewing, preparing, auditing or analyzing financial statements that must be included in reports filed with the SEC, and (c) any experience that demonstrates your familiarity with the laws and regulations applicable to financial statements and reports that are filed with the SEC.

b. Have you participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years?

☐ Yes

☐ No

6. Aside from any education or experience described in response to the preceding questions 3 and 4, do you have other relevant experience that has provided you with:

- an understanding of generally accepted accounting principles and financial statements (including a company's balance sheet, income statement and cash flow statement);
- an ability to assess the general application of generally accepted accounting principles in connection with the accounting for estimates, accruals, and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity or accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
- an understanding of internal control over financial reporting; and
- an understanding of audit committee functions?

☐ Yes

☐ No

If yes, please describe the relevant experience, including dates, the name of the employer or business, the positions held and a description of the principal job functions and duties that you performed.



7. If you responded "No" to the preceding questions 3, 4 and 5, do you have any educational, business or other experience that enables you to read and understand fundamental financial statements, including a company's balance sheet, income statement and cash flow statement?

☐ Yes

☐ No


If yes, please describe in detail the relevant educational, business or other experience.

\* \* \* \*

Please sign and date this Questionnaire, which will constitute your declaration that the answers furnished herein are complete and accurate to the best of your knowledge and that you have otherwise responded as provided in this Questionnaire. If you are a nominee for director of the Company, your signature below will also acknowledge that you consent to being named in the proxy statement and to serve if elected, unless you indicate otherwise.

Thank you very much for your cooperation in completing this Questionnaire. If there would be any change in your responses to this Questionnaire, including any change in information reported as of or through any specified date, please promptly notify Janey Henderson so that any necessary action can be taken.

DATED: March 7, 2010.

  
Signature  
Director  
Position

## Annex A

### Definitions

“**Affiliate**” or “**affiliated person**” is an individual or organization which directly or indirectly through one or more intermediaries controls, is controlled by or is under common control with the specified person or entity; a “**parent**” is an “affiliate” which directly or indirectly “controls” the other entity; “**control**” means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies an entity, whether through the ownership of voting securities, by contract or otherwise. For purposes of this Questionnaire, please assume that ownership of 10% of any class of equity securities of a company constitutes control (although please note that a person may also “control” a company with less than 10% or even no stock ownership, for example in her capacity as an executive officer).

“**Associate**” is (i) any corporation or organization (other than the Company) of which you are an officer or partner or have beneficial ownership, directly or indirectly, of 10% or more of any class of equity securities; (ii) any trust or other estate of which you are a trustee or beneficiary; (iii) your spouse; or (iv) any of your relatives or spouse’s relatives who are officers or directors of the Company or who live in your home.

“**Company**” refers to Quality Distribution, Inc. and all of its subsidiaries.

“**Executive officer**” of a specified entity means the entity’s chief executive officer, president or other principal executive officer, principal financial officer, principal accounting officer, controller (if the entity has no accounting officer), any vice president in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function or any other person who performs similar policy-making functions for the specified entity. Executive officers of the entity’s direct or indirect parent(s) or subsidiaries are deemed to be executive officers of that entity if they perform such policy-making functions for the entity. Officers and employees of a general partner that performs policy-making functions for a limited partnership are deemed to be executive officers of that limited partnership. Officers and employees of a trustee that performs policymaking functions for a trust are deemed to be executive officers of that trust.

Annex A

Attachment A

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FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000023  
SEC-SEC-E-0000071



Quality Distribution, Inc.  
Participant Statement  
As of Dec 31, 2009

All Rashid

Stock Option Grants and Awards

Grant Date / ID	Expiration Date	Grant Type	Shares Granted	Exercise Price	Shares Outstanding	Shares Exercisable	ISO / DISO Shares Vesting Exercisable	Future Exercisability Increments	Future ISO/DISO
Stock Class: QLT   Currency: USD (\$)									
Plan: 2003 Restricted Stock Plan									
Jan 02, 2008 0000.2702	Jan 02, 2018	RSA	5,666	\$4.500000	5,600	0	1667.000000 on Jan 02, 2010 1666.000000 on Jan 02, 2011 1667.000000 on Jan 02, 2012 1493.000000 on Jun 04, 2010 3412.000000 on Jan 02, 2010 3413.000000 on Jan 02, 2011 3413.000000 on Jan 02, 2012 3413.000000 on Jan 02, 2013 37500.000000 on Nov 04, 2010 37500.000000 on Nov 04, 2011	1667.000000 on Jan 02, 2010 1666.000000 on Jan 02, 2011 1667.000000 on Jan 02, 2012 1493.000000 on Jun 04, 2010 3412.000000 on Jan 02, 2010 3413.000000 on Jan 02, 2011 3413.000000 on Jan 02, 2012 3413.000000 on Jan 02, 2013 37500.000000 on Nov 04, 2010 37500.000000 on Nov 04, 2011	
Jun 04, 2008 0000.3502	Jun 04, 2018	RSA	2,985	\$3.350000	1,493	0			
Jan 02, 2009 0000.3702	Jan 02, 2019	RSA	13,651	\$0.000000	13,651	0			
Nov 04, 2009 RASHID RS	Nov 04, 2019	RSA	75,000	\$3.920000	75,000	0			
Total for Plan: 2003 Restricted Stock Plan					95,144	0			
Stock Class: QLT   Currency: USD (\$)									
Plan: 2003 Stock Option Plan									
May 17, 2006 0000.1102	May 17, 2016	NQSO	15,000	\$15.360000	0	0	None	None	
Mar 11, 2009 3-11-2009 RASHI	Mar 11, 2019	NQSO	20,000	\$1.250000	20,000	0	5000.000000 on Mar 11, 2010 5000.000000 on Mar 11, 2011 5000.000000 on Mar 11, 2012 5000.000000 on Mar 11, 2013 37500.000000 on Nov 04, 2010 37500.000000 on Nov 04, 2011	5000.000000 on Mar 11, 2010 5000.000000 on Mar 11, 2011 5000.000000 on Mar 11, 2012 5000.000000 on Mar 11, 2013 37500.000000 on Nov 04, 2010 37500.000000 on Nov 04, 2011	
Nov 04, 2009 RASHID OPT	Nov 04, 2019	NQSO	75,000	\$3.920000	75,000	0			

Attachment A

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FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000024

Quality Distribution, Inc.		Participant Statement									
		As of Dec 31, 2009									
Grant Date / ID	Expiration Date	Grant Type	Shares Granted	Exercise Price	Shares Outstanding	Shares Exercisable	ISO / DISO Shares Exercisable	Future Vesting Increments	Future Exercisability Increments	Future Exercisability ISO/DISO	
Total for Plan: 2003 Stock Option Plan			116,000		95,000	0					
Totals for QLT			208,302		190,144	0					

M. ALI RASHID  
2011 D&O QUESTIONNAIRE  
CHANGES  
PER  
LYDIA POTTER

Attachment B

Page 1 of 22

FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000026  
SEC-SEC-E-0000074



## QUALITY DISTRIBUTION

QUALITY DISTRIBUTION, INC.

### DIRECTORS' AND OFFICERS' QUESTIONNAIRE

#### Introductory Statement to Directors and Officers:

This Questionnaire is designed to obtain important information from officers, directors and nominees to aid Quality Distribution, Inc. (the "Company") in the preparation of its Proxy Statement and its Annual Report on Form 10-K to be filed with the Securities and Exchange Commission (the "SEC").

To facilitate your completion of this questionnaire, we have included your responses from the questionnaire that you completed last year, if applicable. Please carefully review the answers included and correct or update any information as applicable. It is extremely important that you respond to this Questionnaire with care since, as to certain matters, you are the best, and perhaps only, source of information. Additionally, you will be asked later to review the preliminary proxy statement to confirm its accuracy in terms of information relating to the Company, yourself and other officers and directors of the Company.

If you have any difficulty interpreting this Questionnaire or need any assistance in responding, please contact Janey Henderson. Please return the completed Questionnaire to her as soon as possible, but no later than April 1, 2011.

Certain terms used in this Questionnaire have been defined by the SEC and thus have particular meanings for purposes of this Questionnaire. Some of these terms are defined in footnotes. The more frequently used terms are explained in Annex A hereto.

Many of the questions seek information relating to the Company's most recent and prior fiscal years. Please note, however, that some questions require information more current than the end of the most recent fiscal year or information prospective in nature.

Each major section or subsection of this Questionnaire designates the general area of inquiry and is followed by a designation, in parentheses (and in italics), of which persons (*i.e.*, directors, nominees for election as directors, officers, executive officers or persons chosen to be executive officers) are requested to provide information in response. Please answer all such questions, indicating "none" or "not applicable" where appropriate. If extra space is needed for any response, please attach additional pages.

#### A. Biographical Information and Personal Data (*All Persons*).

Please set forth the following information:

1. Your full name. **M. Ali Rashid**
2. Your date of birth. **May 13, 1976**

Attachment B

Page 2 of 22

FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000027  
SEC-SEC-E-0000075

3. Any family relationship by blood, marriage or adoption to any director, nominee for election as a director, executive officer or person chosen to be an executive officer of the Company or any parent or affiliate of the Company. No relationship beyond that of first cousin need be listed.

**None**

4. Any directorships that you presently hold, that you held at any time since January 1, 2006, or for which you have been nominated in any public or private entity (excluding tax-exempt entities<sup>1</sup>). Also state any audit, compensation, nomination or other board committee of any such other entities mentioned in this response on which you serve or have been nominated to serve. If such entity did not have a compensation committee, state whether you were a member of the board of directors involved making decisions regarding compensation.

**a. Metals USA, Inc. – Board Member (11/05-present)**

- (i) **Audit Committee (until 04/10)**
- (ii) **Governance Committee (Chair)**
- (iii) **Executive Committee**
- (iv) **Compensation Committee (Chair)**

**b. Realogy Corporation – Board Member (04/07 - Present)**

- (i) **Audit Committee**
- (ii) **Compensation Committee**
- (iii) **Executive Committee (Chair)**

**c. Noranda Aluminum Holding Corporation - Board Member (05/07-Present)**

**d. Countrywide plc (11/07 - 02/09)**

**e. Quality Distribution, Inc. (06/05 – present)**

- (i) **Compensation Committee (Chair)**
- (ii) **Governance Committee (Chair)**
- (iii) **Executive Committee (Chair)**

5. Your business experience during the past five years, including your principal occupations and employment, the name and principal business of any corporation or other organization by which you are or were employed, and the applicable dates of employment.

**Mr. Rashid is a partner of Apollo Management, L.P. Apollo Management, L.P. is an affiliate of Apollo Global Management, LLC (collectively with its subsidiaries, "Apollo"). Mr. Rashid has been associated with Apollo since 2000.**

<sup>1</sup> A tax-exempt entity is any charitable, religious, scientific, educational, literary or other organization that is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

6. Please consider what qualitative discussion would supplement purely biographic information and enable shareholders to evaluate your candidacy as a director. In addition to the description of your business experience described above, please describe the specific experience, qualifications, attributes or skills that qualify you to serve as a director of the Company. *(Directors only.)*

**I have significant experience making and managing private equity investments on behalf of Apollo and have over nine (9) years experience financing, analyzing and investing in public and private companies. I have worked closely with the management of the Company since the acquisition date. I have also served as a director of several other companies.**

7. If you are an executive officer who has been employed by the Company for less than five years, please describe your positions and responsibilities with other employers during the past five years. (Please include dates of employment.)

N/A

B. Relationships with the Company and Other Entities *(All Persons)*.

1. Control Relationships. Aside from your position with the Company and, if applicable, your ownership of Company stock, are there any other existing facts or circumstances that cause or would cause you to be an "affiliate" of the Company or any of its subsidiaries (*i.e.*, that causes or would cause you, directly or indirectly through one or more intermediaries, to control, to be controlled by, or to be under common control with the Company or any of its subsidiaries)? For purposes of this question, "control" means the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of an entity, whether through the ownership of voting securities, by contract or otherwise.

☐ Yes

☒ No\*

If yes, please explain below or attach a brief explanation.

**\*The undersigned disclaims beneficial ownership of all shares held by Apollo Investment Fund III, L.P. or its related co-investment entities (collectively, the "Apollo Funds").**

**The undersigned is a partner of Apollo Management, L.P., an affiliate of the Apollo Funds. The Apollo Funds are shareholders of the Company.**



2. Relationship with Certain Other Entities. Please identify any business or professional entity in which you or any member of your immediate family<sup>2</sup> has a direct or indirect interest, which at any time since January 1, 2010 did or proposes to do business with the Company or any parent or affiliate, or to which the Company has had or is owed any indebtedness or other obligation. Please describe briefly the relationship between the Company and such entity, and either summarize the nature and amount of such business or obligation or identify an agent of the business entity who can furnish such information. (You may exclude any reference to transactions involving only the Company and its wholly owned subsidiaries.)

**The undersigned is a partner of Apollo Management, L.P., an affiliate of the Apollo Funds. The Apollo Funds are shareholders of the Company.**

3. Law Firms/Investment Bankers. Please identify any law firm or investment banking firm of which you are, or at any time since January 1, 2010 were, a member, partner, of counsel or executive officer, or with which you have a consulting relationship, which has provided services to the Company at any time since January 1, 2010 or which the Company proposes to engage to provide services. Please also describe any association you have with any other entity which provides professional services similar to those provided by a law firm or investment banking firm which has provided services to the Company at any time since January 1, 2010 or which the Company proposes to engage to provide services.

**None**

4. Relationships with Underwriters and FINRA Members. Are you an "underwriter or related person"<sup>3</sup> or a "member"<sup>4</sup> or "person associated with a member"<sup>5</sup> of FINRA<sup>6</sup>?

☒ Yes

☐ No

If yes, please explain below or attach a brief explanation.

<sup>2</sup> A member of a person's "immediate family" includes, for purposes of this question, such person's spouse, parents, stepparents, children, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, siblings and any other person (other than a tenant or employee) sharing the household of the indicated person.

<sup>3</sup> An "underwriter or related person" includes underwriters, underwriters' counsel, financial consultants and advisors, finders, members of a selling or distribution group and any other persons associated with or related to any of these persons.

<sup>4</sup> A "member" includes any broker or dealer admitted to membership in FINRA.

<sup>5</sup> A "person associated with a member" of FINRA includes any sole proprietor, partner, officer, director or branch manager of any member, or any natural person occupying a similar status or performing similar functions who will be or is anticipated to be associated with the member, or any natural person engaged in the investment banking or securities business who will be or is anticipated to be directly or indirectly controlling or controlled by such member, whether or not such person is registered or exempt from registration with FINRA.

<sup>6</sup> The Financial Industry Regulatory Authority ("FINRA") was created in July 2007 when the National Association of Securities Dealers (NASD) merged with the self-regulatory functions of the New York Stock Exchange (NYSE)

The undersigned is a partner of Apollo Management, L.P. Affiliates of Apollo Management, L.P. hold an equity interest in Morgan Joseph TriArtisan Group Inc., which is a member of FINRA.

C. Stock Ownership (All Persons)

1. Schedule of Ownership. The table on the attached schedule lists each class of voting or equity securities<sup>7</sup> of the Company or any parent and each option, warrant or similar right (hereinafter referred to as "options") to purchase, acquire or receive voting or equity securities of the Company or any parent believed to be directly owned by you (or any group of which you are a member, including partnerships, syndicates or other persons with whom you act in concert) as of the date of this Questionnaire. Please indicate below if the information relating to you listed on the attached schedule is accurate. The Company will verify holdings of entities affiliated with Apollo Management, L.P. directly so you need not confirm this information.

☒ Yes

☐ No

If no, please explain below or attach a brief explanation.

2. Groups. If any of the voting or equity securities listed in the table on the attached schedule are owned by a group of which you are a member, please identify on the schedule which of the securities are held by the group and provide the names and addresses of the other members of the group.

N/A

3. Shared Ownership. If beneficial ownership of any of the shares listed in the table on the attached schedule is otherwise shared (e.g., one person has the right to vote and another the right to direct disposition), please explain on the schedule, identifying the security, those with whom you share beneficial ownership, their relationship to you and the Company and how beneficial ownership is shared.

N/A

4. Pledges of Shares. Please indicate on the attached schedule if any of the shares of the attached table are pledged as security for indebtedness, the number of shares pledged as security, the pledgee and any related transaction that explains why the shares are pledged. Examples of pledges include, but are not limited to, shares used as collateral in connection with a bank loan, hedging arrangements with brokerage firms such as prepaid variable forward contracts and equity collars, shares held in margin accounts at a brokerage firm and shares held in non-margin or cash brokerage accounts if the broker has a security interest in the shares.

N/A

D. Additional Compensation

<sup>7</sup> For SEC reporting purposes, "equity securities" include virtually any form of participatory interest such as stock, subscriptions, voting trust certificates, limited partnership interests, profit-sharing interests, convertible debt instruments, warrants, puts, calls and options.

QDIDO Questionnaire - RASHID, M. ALI - 2011.doc

5

Attachment B

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FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000031  
SEC-SEC-E-0000079



1. Perquisites (*All persons*). Please list below the “perquisites” (personal benefits<sup>8</sup> not integrally and directly related to job performance) which are or have been furnished to you by the Company, either directly or through third parties, since January 1, 2010, or which you expect to be furnished to you in the future. Please also include those benefits furnished to other persons which indirectly benefit you. If you have a question as to whether to include in your answer any benefit received by you or provided for your benefit, please contact Janey Henderson.

Description of  
Personal Benefits: **None**

The valuation of non-cash benefits and compensation is or will be based upon the aggregate incremental cost to the Company.

2. Compensation from Third Parties (*All Persons*). Please describe any compensation you have received from any third party since January 1, 2010 as a result of your position with, or services performed for the Company. Please describe any amount you have received since January 1, 2010 in connection with a transaction between the Company and a third party where a purpose of the transaction was to furnish compensation to you.

**None.**

E. Transactions with the Company

1. Direct and Indirect Material Interests of Others in Certain Transactions (*All Persons*). Please describe briefly any transaction or proposed transaction or series of related transactions (not reported by you elsewhere in response to this Questionnaire) since January 1, 2010 in which you or any of your associates<sup>9</sup> or any member of your immediate family had or has an interest and to which the Company, any parent or any of their respective pension, retirement or similar plans is a party, which involves an aggregate amount greater than \$120,000. Please note that under SEC interpretations, reportable transactions may include compensation or other payments or benefits paid to any member of your immediate family who is employed by the Company.

<sup>8</sup> Examples of such personal benefits include: home improvements; living expenses (including domestic service); personal use of Company-owned or leased property, including automobiles, airplanes, yachts, event tickets, apartments or vacation houses; certain relocation benefits; personal travel and entertainment expenses; personal legal, accounting and other professional services; use of corporate staff for personal purposes; and receipt of favorable bank loans or benefits from suppliers. “Perquisites” ordinarily do not include, however, incidental benefits integrally and directly related to the performance of your duties such as parking spaces, meals at Company facilities, office space and furnishings at Company offices, business travel and business entertainment in accordance with Company policy, or similar items that facilitate the conduct of Company business, directly relate to job performance and are properly authorized and accounted for. Reportable “perquisites” typically do not include benefits generally available on a non-discriminatory basis to all employees.

<sup>9</sup> An “associate” includes (i) any corporation or organization (other than the Company) of which you are an officer or partner or beneficial owner, directly or indirectly, of 10% or more of any class of equity securities; (ii) any trust or other estate of which you are a trustee or beneficiary; or (iii) any of your relatives or spouse’s relatives who are officers or directors of the Company or who live in your home.



Please include in your response, as applicable, such associate's or family member's name, your relationship, the amount involved, the amount of your interest and any actual or proposed remuneration received or indebtedness outstanding. If the transaction involves the purchase or sale of assets by or to the Company, state the cost of the assets to the purchaser, and, if the assets were acquired by the seller within two years of the transaction, the cost of the assets to the seller.

None

2. Indebtedness to the Company.

a. Indebtedness Exceeding \$120,000 (All Persons). If you or any of your associates<sup>9</sup> or members of your immediate family has been indebted to the Company in an amount exceeding \$120,000 at any time since January 1, 2010, regardless of whether the indebtedness is evidenced by a note or similar instrument, please describe the nature of the indebtedness, the transaction or circumstances in which it was incurred, the largest aggregate amount of indebtedness outstanding since such date, the amount still outstanding as of the date of this Questionnaire, the rate of interest paid or charged thereon and whether there is any current default under the terms of the indebtedness. Include also the name of the associate or family member and the relationship to you and the Company. Please note that for purposes of this question, indebtedness includes all loans, advances and other extensions of credit by the Company, other than amounts due from purchases subject to usual trade terms, for ordinary business travel and expense payments and for other similar transactions in the ordinary course of business. Indebtedness for purposes of this question may also include advances and any liability to the Company arising under Section 16(b) ("short swing profits") of the Securities Exchange Act of 1934 not yet discharged by payment.

None

b. Other Loans or Extensions of Credit (All Persons). Since July 30, 2002, has the Company, directly or indirectly through any third party, extended, maintained or renewed credit, or arranged for the extension of credit, in the form of a personal loan of any amount to you? Please note that for purposes of this question, loans can include any advances or credit that has been extended or arranged in connection with such items as purchases of Company securities, cashless exercises of stock options (except as permitted by the Company's cashless exercise program), premium payments on split-dollar life insurance arrangements, and payment of any personal (as opposed to business) travel, entertainment, housing, living or similar expenses (through corporate credit cards or otherwise).

☐ Yes

☒ No

If yes, and such arrangement is not already described in response to the preceding question or any other question in this Questionnaire, please describe below or on an attached sheet the nature of the loan, advance or extension of credit, including

the date and amount of the loan or advance, the transaction or circumstances in which it was made, extended or arranged, and the payment terms (e.g., interest rate, maturity date, payment schedule, etc.). Please also indicate whether the loan, advance or credit was extended, maintained or arranged pursuant to an agreement or other arrangement that was in place prior to July 30, 2002, and if so, whether there has been any modification to any term of agreement or arrangement or any renewal thereof after July 30, 2002.

3. Contracts with the Company (All Persons). Please list below any contract entered into by the Company since January 1, 2010 or to be performed by the Company in whole or in part after the date hereof to which you are a party, other than (a) employment contracts, (b) stock option, purchase or similar type agreements, or (c) any other contract identified by you elsewhere in response to this Questionnaire.

None

4. Compensation Committee Matters (Non-Employee Directors Only). The following information is being sought to enable the Company to identify possible relationships that could affect a non-employee director's ability to serve on any committee of the Board of Directors that authorizes or administers executive compensation and/or benefits.

a. Do you (in any capacity other than as a director), or does any entity<sup>10</sup> in which you have a beneficial ownership interest of greater than 50%, receive, or have the right (whether or not conditional) to receive, directly or indirectly,<sup>11</sup> remuneration (including any payment in exchange for goods or services) in any form in any amount from the Company or any other member of the Company's affiliated or control group?

☐ Yes

☒ No

b. Has any entity in which you have a beneficial ownership interest of at least 5% but not more than 50% received (or entered into a contract whereby it will be entitled to receive), directly or indirectly, remuneration (including any payment in exchange for goods or services) in any form in any amount from the Company during the Company's last or current taxable year?

☐ Yes

☒ No

c. Has any entity by which you are employed or self-employed, other than as a director, received (or entered into a contract whereby it has a right to receive (whether or not conditional), directly or indirectly, remuneration (including any payment in exchange for goods or services) in any form in any amount from the Company during the Company's last or current taxable year?

<sup>10</sup> As used herein, "entity" means an organization that is a sole proprietorship, trust, estate, partnership or corporation.

<sup>11</sup> Indirect benefits to you may include, for example, commissions or other payments to you because of a contract between the Company and a third party, even if you do not own 50% of the third party.

☐ Yes☒ No

d. If you answered Yes to any of questions 4.a, 4.b or 4.c above, and the details of such remuneration are not already described in response to another question in this Questionnaire, please include, on an attached sheet or below, a brief description of the nature of the remuneration, the form and amount of the remuneration, the period during which, and person or entity to whom, such remuneration was or will be paid and, if services are involved, the type of services. If applicable, please indicate whether you personally have performed or will perform any of the services.

N/A

e. If you answered yes to any of questions 4.a, 4.b or 4.c above, was the remuneration paid for personal or professional services, consisting of legal, accounting, investment banking, management consulting or other similar services performed for the Company?

☐ Yes☐ No

N/A

If so, were the services merely "incidental" to the purchase of goods or of other services that were not of that type?

☐ Yes☐ No

N/A

F. Legal Proceedings (All Persons)

1. Pending Matters.

a. Please list any material pending or contemplated legal proceedings in which you or any of your associates was, is or expects to be at any time a party adverse to the Company, or in which you or any of your associates had, has or expects to have a material interest adverse to that of the Company.

None

b. Please also list any legal or administrative proceedings presently pending in which you are named as a defendant or in which a cross-complaint or counterclaim has been filed against you, other than domestic relations, minor traffic offenses or similar matters.

None

2. Other Legal Proceedings and Events. The SEC has determined that the occurrence during the past ten years of any of the events listed below may be material. Please indicate whether any of the listed events occurred during the past ten years and describe them briefly, including, if you wish, mitigating circumstances.

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Attachment B

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FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000035  
SEC-SEC-E-0000083



a. A petition under the federal bankruptcy laws or any state insolvency law was filed relating to, or a receiver, fiscal agent or similar officer was appointed by a court for, you, your business, your property, any partnership in which you were a general partner at any time during the two years prior to the filing of the petition, or any corporation or business association of which you were an executive officer at any time during the two years prior to the filing of the petition.

☐ Yes

☒ No

b. You were convicted of, or did you plead guilty or nolo contendere to, a criminal violation, to your knowledge, were investigated for any criminal violation or are the subject of a criminal proceeding which is presently pending (excluding traffic violations and other minor offenses).

☐ Yes

☒ No

c. You were found to have committed, or to have participated in, fraud in a court of competent jurisdiction.

☐ Yes

☒ No

d. You were the subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction permanently or temporarily enjoining you from or otherwise limiting the following activities: (i) acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission ("CFTC") or an associated person of any of the foregoing; (ii) acting as an investment advisor, underwriter, broker or dealer in securities; (iii) acting as a director, an employee or an otherwise affiliated person of any investment company, bank, savings and loan association or insurance company; (iv) engaging in any type of business practice; or (v) engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of federal or state securities laws or federal commodities laws.

☐ Yes

☒ No

e. You were the subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of a federal or state authority barring, suspending or otherwise limiting for more than 60 days your right to engage in any activity described in (d) above, or your right to be associated with persons engaged in any such activity.



☐ Yes☒ No

f. You were found by a court of competent jurisdiction in a civil action or by the SEC or CFTC to have violated or, to your knowledge, have you been investigated by the SEC or CFTC for violating or participating in any violation of, any federal or state securities law or federal commodities law.

☐ Yes☒ No

g. You were the subject of, or a party to, any federal or state judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

Any federal or state securities or commodities law or regulation; or

Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order; or

Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity.

☐ Yes☒ No

h. You were the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any "self-regulatory organization,"<sup>12</sup> any "registered entity,"<sup>13</sup> or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

☐ Yes☒ No

G. Other Matters (All Persons)

1. Arrangements for Selection. Please describe briefly any agreement, arrangement or understanding (a) pursuant to which you are serving, are proposed or have been chosen to serve,

<sup>12</sup> "Self-regulatory organization" is defined under Section 3(a)(26) of the Securities Exchange Act of 1934 and generally includes any national securities exchange, registered securities association, or registered clearing agency.

<sup>13</sup> "Registered entity" is defined under Section 1(a)(29) of the Commodity Exchange Act and generally includes certain (a) boards of trade, (b) derivatives transaction execution facilities, (c) derivatives clearing organizations and (d) electronic trading facilities.

will serve or will cease to serve as a director or executive officer of the Company, or (b) that limits or may limit your ability or willingness to serve in either of these capacities. If applicable, please include the names of any other persons involved.

**None**

2. Control Arrangements and Change of Control. Please describe any knowledge or information you have with respect to any proposed or actual arrangements (including, without limitation, any trust, pledge, option, warrant or other right) which may result in or are intended to effect a change in or otherwise influence control of the Company or any parent, or which since January 1, 2010 have resulted in a change of control of the Company or any parent.

**None**

3. Certain Payments and Contributions. The occurrence of any of the events listed below may be material depending on the circumstances. If you have knowledge or reason to believe that any of the following types of activity have occurred involving the Company or any of its affiliates during the past five years, please notify Janey Henderson.

- a. Any bribes, kickbacks or other payments to government officials, suppliers of services or others, whether or not legal, to obtain or retain business or licenses or to receive favorable treatment.
- b. Any illegal contributions made to any political party, political candidate or holder of government office.
- c. Any fees paid to consultants or commercial agents which exceeded the reasonable value of the services rendered.
- d. Any payments or reimbursements made to personnel of the Company for the purposes of enabling them to expend time or to make contributions or payments of the kind or for the purposes referred to in subparagraphs (a) through (c) above.
- e. The failure of the Company to make and keep books, records and accounts which accurately and fairly reflect the transactions and dispositions of the assets of the Company, including any conduct resulting in receipts, disbursements, bank accounts, funds or pools of funds, the actual nature of which has been "disguised" or intentionally misrecorded on the corporate books of account.
- f. The failure of the Company to maintain accountability of assets and ensure that transactions are properly authorized or executed in accordance with management's authorization.

For purposes of this item, payments and contributions include not only the payment of cash or tangible property, but also gifts of anything else of value, *e.g.*, services or the use of property.

**No knowledge or reason to believe that any of the types of activity above have occurred.**

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Attachment B

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FOIA CONFIDENTIAL TREATMENT REQUESTED

QDI-0000038  
SEC-SEC-E-0000086

4. Violations of or Waivers from Code of Ethics or Business Conduct. Since January 1, 2010, have there been any violations of the Company's Code of Conduct by you or, to your knowledge, any other director or executive officer of the Company, or have any waivers of such code of ethics or conduct been granted for your benefit or, to your knowledge, for the benefit of any other director or executive officer of the Company?

☐ Yes

☒ No

If yes, please contact Janey Henderson to provide the relevant facts and circumstances.

5. Section 16 Reporting Requirements and Certifications (*All persons*)<sup>14</sup>

Have you timely filed all required forms under Section 16 of the Exchange Act with the SEC? If not, indicate which required forms were not filed or were not filed in a timely manner.

**Yes**

6. Other Material Matters.

a. Please describe briefly below any other facts which you believe may be material to a reasonable shareholder's evaluation of the specific proposals to be voted upon at the meeting, or of the ability and integrity of the management of the Company, existing directors or nominees for directors, which have not otherwise been disclosed in your answers to this Questionnaire or the materials proposed to be submitted to shareholders which you have reviewed.

**None**

b. Please specifically describe any interest, by security holdings or otherwise, not already identified, which you or any of your associates may have in any matter (besides in the election of directors) to be acted upon at the shareholders' meeting.

**None**

<sup>14</sup> An annual statement on Form 5 is required to be filed if any of the following have occurred in respect of your ownership of the Company's equity securities (*e.g.*, common stock, preferred stock, warrants, options to purchase common stock, etc.):

- Any transactions in the Company's securities during the past two fiscal years that were required to be reported but have not been reported on Forms 3, 4 or 5.
- With limited exception, any holdings of the Company's securities not reported on a previously filed Form 3, Form 4 or Form 5.

Note that holdings and transactions of certain persons or entities related to you may be attributed to you.



H. Director Independence (Directors and Nominees Only).

The following questions elicit additional information from directors, nominees and prospective nominees to aid the Company in determining whether such persons satisfy the criteria for "independent" directors under applicable SEC and Nasdaq standards.

1. At any time during the past three years, (a) have you been employed in any capacity by the Company or any parent<sup>15</sup> or subsidiary<sup>15</sup> of the Company, or (b) have any of your family members<sup>16</sup> been employed as an executive officer by the Company or by any parent or subsidiary of the Company?

☐ Yes

☒ No

If yes, and if you have not already provided pertinent details in response to another question in this Questionnaire, please provide details below. Please include the name(s) of the employer(s), position(s) held, and dates of employment, and if applicable, the name(s) of the family members.

2. Have you or any of your family members accepted, or has any firm or organization of which you or any of your family members is the sole proprietor, from the Company or any parent or subsidiary of the Company any payments (including political contributions, consulting fees or other personal service fees) in excess of \$120,000 in the aggregate during any period of twelve consecutive months within the past three years? For purposes of responding to this question, you may exclude payments that fall into any of the following categories:

- compensation for board or board committee service;
- payments arising solely from investments in the Company's securities;
- compensation paid to a family member who is a non-executive employee of the Company or any parent or subsidiary of the Company;
- benefits under a tax-qualified retirement plan, or non-discretionary compensation (such as compensation that is predetermined in amount and is not conditioned upon continued service with the Company or its affiliates or any other event); or
- loans extended to you or any family member prior to July 30, 2002 (the terms of which loans have not been modified or renewed since such date).

<sup>15</sup> "Parent" or "subsidiary," for purposes of this Section H, includes entities that are consolidated for purposes of preparing the Company's financial statements.

<sup>16</sup> For purposes of this Section H, "family member" means your spouse, parents, children and siblings, whether by blood, marriage or adoption (and including mothers- and fathers-in-law, brothers- and sisters-in-law, sons- and daughters-in-law), and anyone who resides in your home.